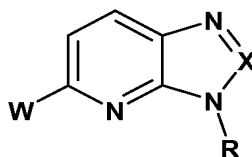


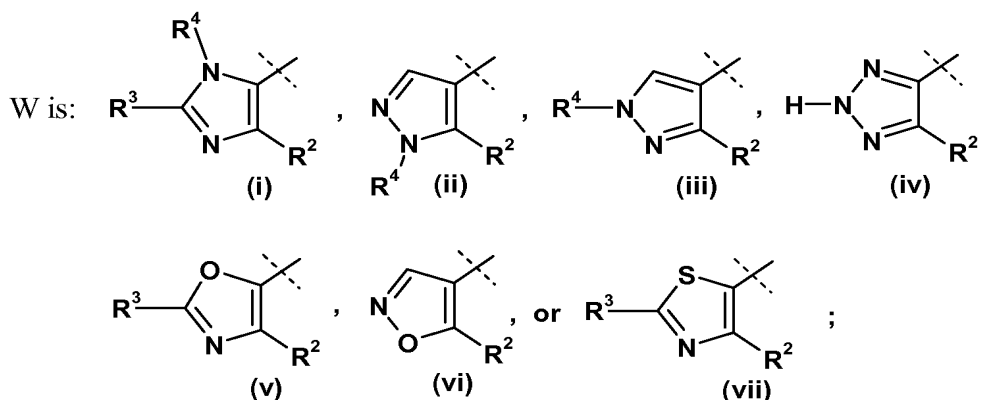
Amendments to the Claims

Claim 1 (original): A compound of Formula I:



I

where:



X is N, or C-R¹;

R is C₁-C₇ alkyl, C₃-C₇ cycloalkyl, (C₁-C₇ alkylene)-(C₃-C₇ cycloalkyl), -SO₂-(C₁-C₇ alkyl), or -SO₂-NR⁵R⁶;

R¹ is hydrogen, amino, methyl, or -N=CH(NMe)₂;

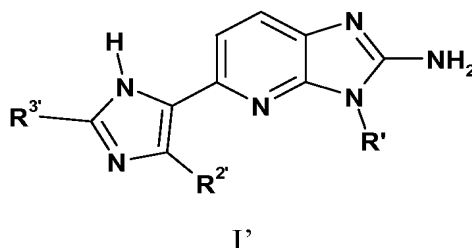
R² is phenyl optionally substituted with one or two substituents independently selected from halo;

R³ is hydrogen, C₁-C₇ alkyl, C₃-C₇ cycloalkyl, or phenyl optionally substituted with one or two substituents independently selected from halo and trifluoromethyl;

R⁴ is hydrogen or C₁-C₇ alkyl;

R⁵ and R⁶ are independently selected from the group consisting of C₁-C₇ alkyl; or a pharmaceutically acceptable salt thereof.

Claim 2 (original): A compound of Formula I':



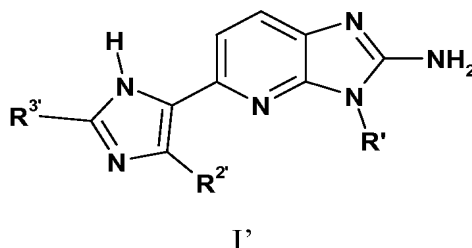
where:

R' is 2,2-dimethylpropyl or 1,2,2-trimethylpropyl;

R^{2'} is phenyl, 4-fluorophenyl, or 2,4-difluorophenyl;

R^{3'} is tert-butyl, 2-chloro-6-fluorophenyl, 2-fluoro-6-trifluoromethylphenyl, 2,6-dichlorophenyl, or 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

Claim 3 (original): A compound of Formula I':



where:

- a) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2-fluoro-6-trifluoromethylphenyl;
- b) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2,6-dichlorophenyl;
- c) R' is 2,2-dimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl;
- d) R' is 2,2-dimethylpropyl, R^{2'} is phenyl, and R^{3'} is 2-chloro-6-fluorophenyl;
- e) R' is 2,2-dimethylpropyl, R^{2'} is 2,6-difluorophenyl, and R^{3'} is tert-butyl;
- f) R' is 1,2,2-trimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is tert-butyl; or
- g) R' is 1,2,2-trimethylpropyl, R^{2'} is 4-fluorophenyl, and R^{3'} is 2,6-difluorophenyl; or a pharmaceutically acceptable salt thereof.

Claim 4 (original): The compound 5-[2-tert-butyl-5-(4-fluoro-phenyl)-1H-imidazol-4-yl]-3-(2,2-dimethyl-propyl)-3H-imidazo[4,5-b]pyridin-2-ylamine, or a pharmaceutically acceptable salt thereof.

Claims 5 – 6 (canceled)

Claim 7 (currently amended): A pharmaceutical formulation comprising a compound of ~~any of Claims 1-6~~ Claim 1 in combination with a pharmaceutically acceptable carrier, diluent or excipient.

Claims 8 – 10 (canceled)

Claim 11 (new): A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.

Claim 12 (new): A method of treating multiple melanoma in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.